

Hill International, Inc.  
Form 10-Q/A  
September 06, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 10-Q/A**

**Amendment No. 1**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2012**

**or**

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from to**

**Commission File Number: 001-33961**

**HILL INTERNATIONAL, INC.**

**(Exact name of registrant as specified in its charter)**

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|                                                                                                     |                                                              |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation or organization)                | <b>20-0953973</b><br>(I.R.S. Employer<br>Identification No.) |
| <b>303 Lippincott Centre,</b><br><br><b>Marlton, NJ</b><br>(Address of principal executive offices) | <b>08053</b><br>(Zip Code)                                   |
| <b>Registrant's telephone number, including area code: (856) 810-6200</b>                           |                                                              |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by a check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                                                  |                                                       |
|--------------------------------------------------|-------------------------------------------------------|
| Large Accelerated Filer <input type="checkbox"/> | Accelerated Filer <input checked="" type="checkbox"/> |
| Non-Accelerated Filer <input type="checkbox"/>   | Smaller Reporting Company <input type="checkbox"/>    |

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. Yes  No

There were 38,643,379 shares of the Registrant's Common Stock outstanding at August 1, 2012.

**Explanatory Note**

Hill International, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (the Amendment) to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2012 (the Form 10-Q), filed with the Securities and Exchange Commission on August 9, 2012 (the Original Filing Date), solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T (the Rule). The Company elected to take advantage of the 30-day grace period for filing its first XBRL documents with detail-tagged footnote submission as permitted by the Rule. Exhibit 101 consists of the following materials from the Company's Form 10-Q, formatted in XBRL (eXtensible Business Reporting Language):

|         |                                     |
|---------|-------------------------------------|
| 101.INS | XBRL Instance Document              |
| 101.SCH | XBRL Taxonomy Schema                |
| 101.CAL | XBRL Taxonomy Calculation Linkbase  |
| 101.DEF | XBRL Taxonomy Definition Linkbase   |
| 101.LAB | XBRL Taxonomy Label Linkbase        |
| 101.PRE | XBRL Taxonomy Presentation Linkbase |

Pursuant to Rule 406T of Regulation S-T, the interactive data files attached as Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

No other changes have been made to the Form 10-Q. This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-Q.

| <b>Item 6.</b> | <b>Exhibits</b>                                                                                                                                                                                  |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1*          | Chief Executive Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                 |
| 31.2*          | Chief Financial Officer Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                                                                                                 |
| 32.1*          | Certification of Irvin E. Richter, Chief Executive Officer of Hill International, Inc., pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2*          | Certification of John Fanelli III, Chief Financial Officer of Hill International, Inc., pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101.INS**      | XBRL Instance Document.                                                                                                                                                                          |
| 101.SCH**      | XBRL Taxonomy Extension Schema Document.                                                                                                                                                         |
| 101.PRE**      | XBRL Taxonomy Presentation Linkbase Document.                                                                                                                                                    |
| 101.CAL**      | XBRL Taxonomy Calculation Linkbase Document.                                                                                                                                                     |
| 101.LAB**      | XBRL Taxonomy Label Linkbase Document.                                                                                                                                                           |
| 101.DEF**      | XBRL Taxonomy Extension Definition Linkbase Document.                                                                                                                                            |

\* Previously filed or furnished, as applicable, with the Company's quarterly report on Form 10-Q for the period ended June 30, 2012, filed with the Securities and Exchange Commission on August 9, 2012.

\*\* Furnished herewith. XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**Hill International, Inc.**

Dated: September 6, 2012

By: /s/ Irvin E. Richter  
Irvin E. Richter  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

Dated: September 6, 2012

By: /s/ John Fanelli III  
John Fanelli III  
Senior Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

Dated: September 6, 2012

By: /s/ Ronald F. Emma  
Ronald F. Emma  
Senior Vice President and  
Chief Accounting Officer  
(Principal Accounting Officer)